

TORONTO STOCK EXCHANGE

FILING STATEMENT No. **654** 5 1963
FILED, JANUARY 17th. 1963.

GENEX MINES LIMITED

Full corporate name of Company

Incorporated under The Companies Act (Ont.) by Letters Patent dated Mar.10,1949.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953

(Ontario) by ~~Letters~~ Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous
Filing Statement No. 654.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and Option on treasury shares (See Item 6)												
2. Head office address and any other office address.	Room 906, 357 Bay Street, Toronto 1, Ontario,												
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<table> <tr> <td>President/Director</td><td>W.J.Lawson, Maple, Ontario, Broker</td></tr> <tr> <td>Vice-President/Director</td><td>C.H.Walker, Q.C., 10 Dale Avenue, Toronto 5, Ontario, Solicitor.</td></tr> <tr> <td>Secretary-Treasurer</td><td>R.L. McDonell, Room 906, 357 Bay St., Toronto, Ont., Accountant.</td></tr> <tr> <td>Director</td><td>A.H. Blackburn, 23 Latham Avenue, Toronto, Ontario, Retired</td></tr> <tr> <td>Director</td><td>E.D. Hinch, 2 Milepost Place, Toronto 17, Ont., Office Manager.</td></tr> <tr> <td>Director</td><td>Dr. Smirle Lawson, 12 Farrington Dr., Willowdale, Ontario, Retired.</td></tr> </table>	President/Director	W.J.Lawson, Maple, Ontario, Broker	Vice-President/Director	C.H.Walker, Q.C., 10 Dale Avenue, Toronto 5, Ontario, Solicitor.	Secretary-Treasurer	R.L. McDonell, Room 906, 357 Bay St., Toronto, Ont., Accountant.	Director	A.H. Blackburn, 23 Latham Avenue, Toronto, Ontario, Retired	Director	E.D. Hinch, 2 Milepost Place, Toronto 17, Ont., Office Manager.	Director	Dr. Smirle Lawson, 12 Farrington Dr., Willowdale, Ontario, Retired.
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Director	Dr. Smirle Lawson, 12 Farrington Dr., Willowdale, Ontario, Retired.												
4. Share capitalization showing authorized and issued and outstanding capital.	6,000,000 shares with a par value of \$1.00 each, of which 2,162,001 shares are issued and outstanding as fully paid and non-assessable.												
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil												
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By an agreement dated the 10th of January, 1963, subject to acceptance by the Toronto Stock Exchange, Goodwin, Harris and Co. Limited, 347 Bay Street, Toronto, on behalf of North Canadian Enterprises Limited, agreed to purchase 200,000 shares at 10¢ per share payable forthwith upon acceptance by the Toronto Stock Exchange, and was granted options to purchase, as follows: All or any part of 200,000 shares at 15¢ per share within three months of the effective date; all or any part of 200,000 shares at 20¢ per share within six months of the effective date; all or part of 200,000 shares at 25¢ per share within nine months of the effective date; and all or part of 200,000 shares at 30¢ per share within twelve months of the effective date.												
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	North Canadian Enterprises Limited, 443 University Ave., Toronto, Ontario. Bruce M. Young, 18 Ballyronan Road, Don Mills, is the owner of 98% of the issued shares.												
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No												
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The proceeds of sale of 200,000 treasury shares referred to in paragraph 6 will be used to maintain the Company's properties in good standing and to pay Head Office and administrative expenses. If the options are exercised, it is the Company's intention to expend the funds realized on future exploration and development and acquisition of new properties as the opportunity may arise.												

FINANCIAL STATEMENTS

GENEX MINES LIMITED

BALANCE SHEET

AS AT DECEMBER 31, 1962

ASSETS		LIABILITIES	
Cash in bank	\$	Accounts payable	\$
Shares in another mining company - at cost, less proceeds of sales	\$	Loans payable (note)	\$
Mining properties - at cost: Geneva Lake (Hess Township) Dufresnoy Township	170,404.03 10,040.00 180,444.03	Capital stock: 6,000,000 shares of \$1.00 each	6,000,000.00
Buildings and equipment - Geneva Lake property - at cost less disposals and write-offs	259,640.93	Authorized:	
Deferred expenditure: Exploration and development Geneva Lake claims Dufresnoy Township claims	192,402.65 21,666.25	Issued and fully paid: 2,162,001 shares	2,162,001.00
Head office and administration	214,068.90 144,360.18	Less: Discount on shares	1,887,589.42
	358,429.08	Contributed surplus	274,411.58 589,572.55
	\$ 813,458.81	Deficit	863,984.13 124,325.79
			739,658.34
			\$ 813,458.81

NOTE: Repayment of this loan is to be made from 50 % of the operating profit after commencement of production.

Approved on behalf of the Board:

[Signature] Director.
[Signature] Director.

GENEX MINES LIMITED

STATEMENT OF DEFERRED EXPENDITURE

FOR THE YEAR ENDED DECEMBER 31, 1962.

Exploration and Development

Geneva Lake (Hess Township) claims:		
Balance, December 31, 1961	\$	\$ 190,342.53
Caretaker's wages	1,800.00	
Compensation and unemployment insurance	172.08	
Acreage taxes	88.04	2,060.12
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Balance, December 31, 1962		\$ 192,402.65
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Dufresnoy Township claims:		
Balance, December 31, 1961		\$ 7,450.00
Diamond drilling	13,301.25	
Engineering fees	700.00	
Licences and taxes	215.00	14,216.25
		<hr/>
Balance, December 31, 1962		\$ 21,666.25
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Head Office and Administration

Balance, December 31, 1961	\$	\$ 140,102.36
Directors' fees	100.00	
Management, Accounting and secretarial	1,800.00	
Share issue expense	926.53	
Meetings and reports	364.42	
Legal and audit	700.00	
Government fees and taxes	20.00	
Consulting fees	301.03	
General expense	45.84	4,257.82
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Balance, December 31, 1962		\$ 144,360.18
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GENEX MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE YEAR ENDED DECEMBER 31, 1962

Proceeds of sale of shares in another mining company	\$	\$ 14,924.50
Advance to another mining company recovered		1,000.00
		<hr/>
		15,924.50
Deferred expenditure:		
Geneva Lake claims	2,060.12	
Dufresnoy Township claims	14,216.25	
Head office and administration	4,257.82	20,534.19
		<hr/>
Balance, representing the decrease in working capital as follows:		4,609.69

	DECEMBER 31	
	1961	1962
Cash in bank	\$ 10,535.67	\$ 1,426.67
Accounts payable	4,799.78	300.47
	<hr/>	<hr/>
Working capital	\$ 5,735.89	\$ 1,126.20
	<hr/>	<hr/>
		\$ 4,609.69

10. Brief statement of company's chief development work during past year.	A geophysical survey, followed by diamond drilling was carried out on the Company's Mining Claims in Dufresnoy Township, Quebec.														
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not Applicable.														
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not Applicable														
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	450,000 shares are held in escrow by the Chartered Trust Company subject to release on consent of the Toronto Stock Exchange.														
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	W. J. Lawson & Company, 9 Adelaide Street East, Toronto, owns 450,000 escrowed shares.														
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>W. J. Lawson & Co., 15½ King St. E., Toronto, Ontario, of which 450,000 shares are escrowed</td><td>470,000 Shares</td></tr><tr><td>Vaughan Securities Limited, P.O. Box 700, Thornhill, Ontario.</td><td>168,000 Shares</td></tr><tr><td>R. H. Scarlett & Co., 11 Adelaide St. West, Toronto, Ont.</td><td>157,554 Shares</td></tr><tr><td>R. H. Scarlett & Co. Ltd., 11 Adelaide St. West, Toronto, Ont.</td><td>136,500 Shares</td></tr><tr><td>Playfair & Co. Limited, 60 Yonge Street, Toronto 1, Ont.</td><td>97,500 Shares</td></tr><tr><td>James Richardson & Sons, 173 Portage Ave. E., Winnipeg 2, Man.</td><td>85,153 Shares</td></tr></table> <p>Mr. W.J. Lawson, Maple, Ontario, owns a 60% interest in Vaughan Securities Limited. The shares registered in the name of W.J. Lawson & Co. are beneficially owned by Mr. W.J. Lawson. The remaining shares are registered in street names and are not those of beneficial owners, the beneficial owners being unknown.</p>			W. J. Lawson & Co., 15½ King St. E., Toronto, Ontario, of which 450,000 shares are escrowed	470,000 Shares	Vaughan Securities Limited, P.O. Box 700, Thornhill, Ontario.	168,000 Shares	R. H. Scarlett & Co., 11 Adelaide St. West, Toronto, Ont.	157,554 Shares	R. H. Scarlett & Co. Ltd., 11 Adelaide St. West, Toronto, Ont.	136,500 Shares	Playfair & Co. Limited, 60 Yonge Street, Toronto 1, Ont.	97,500 Shares	James Richardson & Sons, 173 Portage Ave. E., Winnipeg 2, Man.	85,153 Shares
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James Richardson & Sons, 173 Portage Ave. E., Winnipeg 2, Man.	85,153 Shares														
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No person has shareholdings sufficient to effect control of the Company, but Mr. W.J. Lawson, Maple, Ontario, if able to obtain proxies from the larger shareholders, is in a position to effect control of the Company.														
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td colspan="4">Bidcop Mines Limited -</td></tr><tr><td>550,000 Shares</td><td>-</td><td>Market Value</td><td>\$66,000.00</td></tr><tr><td></td><td></td><td>Book Value</td><td>\$13,518.10</td></tr></table>			Bidcop Mines Limited -				550,000 Shares	-	Market Value	\$66,000.00			Book Value	\$13,518.10
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550,000 Shares	-	Market Value	\$66,000.00												
		Book Value	\$13,518.10												
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil														
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Nil														
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>No shares of the Company are at present in the course of primary distribution to the public. However, when the shares underwritten are taken up, the shares of the Company will then be in primary distribution to the public.</p> <p>There are no other material facts.</p>														

CERTIFICATE OF THE COMPANY

DATED January 14, 1963

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"W.J. Lawson"
"C.H. Walker"

GENERAL MINES LIMITED
 CORPORATE SEAL
 President
 Vice Pres.

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"Peter L. Robinson"

GOODWIN, HARRIS AND COMPANY LIMITED
 President.